

***STATE OF NEW YORK***  
***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the  
Department of State, at the City of Albany,  
on March 3, 2014.

*Anthony Giardina*

Anthony Giardina  
Executive Deputy Secretary of State

Rev. 06/13

02/25/03 TUE 17:05 FAX 1212 504 6068

CWT FAX 428

NCR - 26

F030226000228

CERTIFICATE OF REGISTRATION

OF

CADWALADER, WICKERSHAM & TAFT LLP

UNDER SECTION 121-1500(a) OF THE PARTNERSHIP LAW

**FIRST.** The name of the registered limited liability partnership is: Cadwalader, Wickersham & Taft LLP.

**SECOND.** The address of the principal office of the partnership without limited partners is: 100 Maiden Lane, New York, New York 10038.

**THIRD.** The profession to be practiced by such partnership without limited partners is: the practice of law. Such partnership is eligible to register as a registered limited liability partnership pursuant to Section 121-1500(a) of the Partnership Law.

**FOURTH.** The Secretary of State is designated as agent of the partnership without limited partners upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against it or served upon it is:

Cadwalader, Wickersham & Taft LLP  
100 Maiden Lane  
New York, New York 10038  
Attention: Managing Partner

**FIFTH.** The partnership without limited partners is filing a registration for status as a registered limited liability partnership.

**SIXTH.** The effective date of this registration is: March 1, 2003.

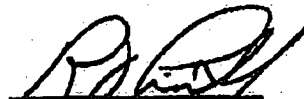
**SEVENTH.** As authorized by subdivision (d) of Section 26 of the Partnership Law, the partners of Cadwalader, Wickersham & Taft LLP (the "Partnership") have agreed in their partnership agreement (the "Partnership Agreement") that, notwithstanding the provisions of subdivision (b) of Section 26 of the Partnership Law, all partners of the Partnership will be liable in their capacity as partners for specified debts, obligations or liabilities of the Partnership to the extent at least 66-2/3% of the voting partners (which shall include at least a majority of the partners) shall have agreed, acting in accordance with the Partnership Agreement. Except as

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2

otherwise provided in such agreement, any such agreement may be modified or revoked in accordance with subdivision (d) of Section 26 of the Partnership Law to the extent at least 66-2/3% of the voting partners (which shall include at least a majority of the partners) shall have agreed, acting in accordance with the Partnership Agreement.



Robert O. Link, Jr.  
Chairman and Partner

2

02/25/03 TUE 15:00 FAX 1212 504 8068

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CERTIFICATE OF REGISTRATION

OF

CADWALADER, WICKERSHAM & TAFT LLP

UNDER SECTION 121-1500(a) OF THE PARTNERSHIP LAW

FILED

2003 FEB 26 AM 11:55

Cadwalader, Wickersham & Taft  
100 Maiden Lane  
New York, New York 10038

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**DEPARTMENT OF STATE**

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the  
Department of State, at the City of Albany,  
on March 3, 2014.

*Anthony Giardina*

Anthony Giardina  
Executive Deputy Secretary of State

Rev. 06/13

NCR-76

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New York State  
Department of State  
Division of Corporations, State Records & UCC  
41 State Street  
Albany, NY 12231

**CERTIFICATE OF AMENDMENT  
OF**

Cadwalader, Wickersham & Taft LLP

*(Insert Name of Domestic Registered Limited Liability Partnership)*

Under Section 121-1500(j) of the Partnership Law

**FIRST:** The name of the registered limited liability partnership is: Cadwalader,  
Wickersham & Taft LLP. If the name of the registered limited  
liability partnership has been changed, the name under which it was registered is: \_\_\_\_\_

**SECOND:** The date the certificate of registration was filed with the Department of State is: \_\_\_\_\_  
February 26, 2003

**THIRD:** Paragraph Second and of the certificate of registration is amended to read as follows:

Second: The address of the principal office of the partnership without limited  
partners is Cadwalader, Wickersham & Taft LLP, One World Financial Center,  
New York, New York 10281.

Fourth: The Secretary of State is designated as agent of the partnership  
without limited partners upon whom process against it may be served. The  
address to which the Secretary of State shall forward copies of any process  
served upon it is Cadwalader, Wickersham & Taft LLP, One World Financial  
Center, New York, New York 10281.

/s/ Robert O. Link, Jr., Partner  
*(Signature of Partner)*

Robert O. Link, Jr., Partner  
*(Print or Type Name of Signer)*

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CERTIFICATE OF AMENDMENT

OF

CADWALADER, WICKERSHAM & TAFT LLP

Under Section 121-1500(j) of the Partnership Law

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STATE OF NEW YORK  
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BY: *Mac*

Cadwalader, Wickersham & Taft LLP  
One World Financial Center  
New York, NY 10281

2

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